

RECEIVED
SECRETARY OF STATE
STATE OF WISCONSIN

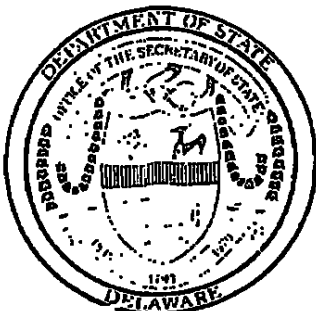
91 JAN 14 48:57



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on October 4, 1990



Michael Harkins
Michael Harkins, Secretary of State
BY: M. Harkins
DATE: October 11, 1990

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TRANSAMERICA FLEET LEASING CORPORATION

* * * * *

Transamerica Fleet Leasing Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

WHEREAS, this Board of Directors declares it advisable and in the best interests of this Corporation to change its name to Associates Fleet Leasing of Madison, Inc.,

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing Article "**FIRST**" thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is Associates Fleet Leasing of Madison, Inc." OK

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to the said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

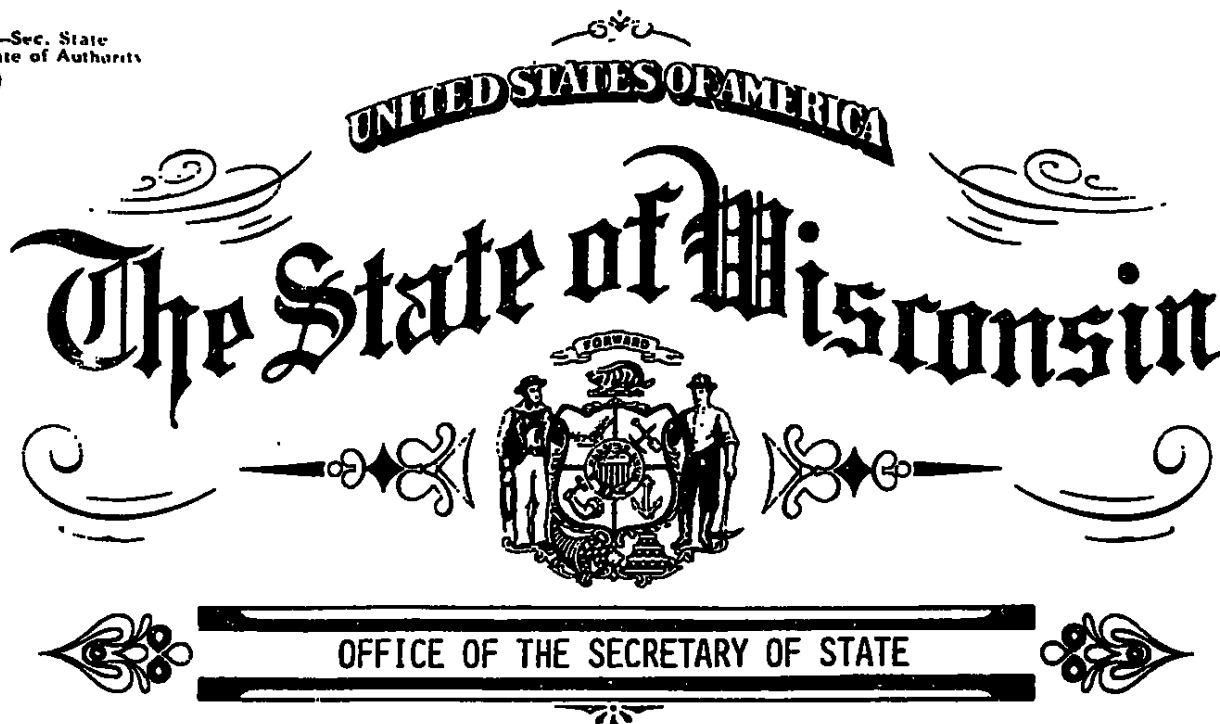
IN WITNESS WHEREOF, said Transamerica Fleet Leasing Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by Rocco N. Nanni, its Vice President, and attested by T. S. Landis, its Secretary, this 3rd day of October, 1990.

TRANSAMERICA FLEET LEASING
CORPORATION

By Rocco N. Nanni
Rocco N. Nanni
Vice President

ATTEST:

By T. S. Landis
T. S. Landis
Secretary



TO ALL TO WHOM THESE PRESENTS SHALL COME:

WHEREAS, **ASSOCIATES FLEET LEASING OF MADISON, INC.**

a corporation rganized under the laws of the State of
DELAWARE has made application for an amended
Certificate of Authority to transact business in Wisconsin
and has complied with the requirements of sec. 180.1503 or
180.1504 of the Wisconsin Statutes, and has paid the re-
quired fee,

NOW THEREFORE, the aforesaid corporation is hereby
authorized to transact business in Wisconsin, in accord-
ance with its application and the Wisconsin Statutes.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my official seal, at Madison, on
January 14, 1991



Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

See reverse for more information

Foreign Amendment
- Changes Name

STATE OF WISCONSIN
FILED

JAN 14 1991

\$40.00 plus \$75 Exp Fee

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

Prentice Hall Corporate Services
400 North St. Paul, Suite 410
Dallas, Texas 75201
Attn: Cheryl Lee Sparks

FOR USE ON AND AFTER JANUARY 1, 1991

AMENDED

02 702,414
(496 m)

WISCONSIN APPLICATION FOR CERTIFICATE OF AUTHORITY FOR A FOREIGN BUSINESS CORPORATION

The following information is being provided in order to obtain a certificate of authority to do business in Wisconsin for a corporation now in good standing in its home state.

1. NAME OF CORPORATION (and correct, complete name) ASSOCIATES FLEET LEASING OF MADISON, INC. N/C To: ASSOCIATES/TRANS-NATIONAL LEASING, INC.		2. STATE OR COUNTRY OF INCORPORATION Delaware
3. Is this an application for an amended certificate? <input checked="" type="checkbox"/> yes		
4. DATE OF INCORPORATION October 26, 1987		5. DURATION OF EXISTENCE Perpetual
6. ADDRESS OF PRINCIPAL OFFICE 250 Carpenter Freeway Irving, Texas 75062-2729		
7. NAME OF PROPOSED REGISTERED AGENT IN WISCONSIN The Prentice-Hall Corporation System, Inc.		
8. ADDRESS OF PROPOSED REGISTERED AGENT AND PROPOSED REGISTERED OFFICE IN WISCONSIN c/o The Prentice-Hall Corporation System, Inc. 110 East Main Street, Madison, Wisconsin 53703		
9. GIVE NAMES AND RESPECTIVE ADDRESS OF DIRECTORS AND PRINCIPAL OFFICERS		
TITLE SEE ATTACHED	NAME	ADDRESS (street, number, city, state, & zip)
President		
Vice President(s)		
Secretary		FEB 16 12:00PM # 8 132886 FCORP 40 40.00
Treasurer		
Directors AS DIRECTORS MUST BE SHOWN (attach schedule, if necessary)		

93 FEB 15 10:32
STATE OF WISCONSIN

10 Has the corporation transacted business in Wisconsin without holding a certificate of authority?

____ Yes XX No

11. GIVE THE NUMBER OF SHARES WHICH THE CORPORATION HAS AUTHORITY TO ISSUE. ITEMIZE BY CLASSES, PAR VALUE OF SHARE, SHARES WITHOUT PAR VALUE, AND SERIES, IF ANY.

CLASS	SERIES (if any)	NUMBER OF SHARES	PAR VALUE/SHARE OR ARE THEY WITHOUT PAR VALUE?
Common	None	100	\$.01

continue on schedule, if necessary

12. GIVE THE NUMBER OF SHARES ISSUED. ITEMIZE BY CLASS, PAR VALUE, SHARES WITHOUT PAR VALUE, AND SERIES, IF ANY.

CLASS	SERIES (if any)	NUMBER OF SHARES	PAR VALUE/SHARE OR ARE THEY WITHOUT PAR VALUE?
Common	None	100	\$.01

continue on schedule, if necessary

13. Executed on the 5th day of February 19 93.

Thomas E. Dale
signator's printed name

10 30 74 500100

Thomas E. Dale
officer's signature

Vice President
officer's title

CONTINUE WITH COMPUTATIONS ON THE NEXT PAGE

14. COMPUTE THE PROPORTION OF CAPITAL THE CORPORATION EXPECTS TO HAVE REPRESENTED IN WISCONSIN IN THE COMING YEAR, USING EITHER CALENDAR OR FISCAL YEAR BASIS.

Note: Start by entering items A(1) to A(7). Continue, and in sequence, first complete item B, and next item C, as each or both may be necessary, and post the resulting computations to the appropriate areas on item A. Corporations having both par value and no par value shares issued will utilize both items B and C.

		ESTIMATED	
A	(1) Gross business	\$	40,000,000
	(2) Plus Total Assets	\$	70,000,000
	(3) Total of lines 1 & 2		\$ 110,000,000
	(4) Wisconsin business	\$	0
	(5) Plus Wisconsin assets	\$	0
	(6) Total of lines 4 & 5		\$ 0
	(7) Divide line 6 by line 3 and enter the percentage		%
	(8) Value of issued shares of PAR VALUE stock (From item B (3))	\$	4,600,000
	(9) Value of issued shares of NO PAR VALUE stock (From item C(7))	\$	0
	(10) Total of lines 8 and 9		\$ 4,600,000
	(11) Multiply line 10 by line 7 and enter product	\$	0
} ENTER THIS SUM IN ITEM 15			
B. USE FOR PAR VALUE STOCK (Use this section to compute valuation of Par Value stock only)			
	(1) Value of issued shares of Par Value stock, at Par	\$	1.00
	(2) Paid-in capital, in excess of par, applicable to issued shares of Par Value stock	\$	4,555,999
	(3) Total of lines 1 & 2. Also enter this sum in item A(8) above		\$
C. USE FOR NO PAR VALUE STOCK (use this section to compute valuation of No Par Value stock only)			
	(1) Total Assets	\$	N/A
	(2) Deduct liabilities other than capital and surplus	\$	
	(3) Total of line 1 minus line 2		\$
	(4) Deduct amount of line A(8) above		\$
	(5) Remainder of line 3 minus line 4		\$
	(6) Compute value of issued shares of No Par Value stock at \$10 per share		\$
	(7) Enter the greater of line 5 of line 6 here. Also enter this sum in line A(9) above.		\$
15. PROPORTION OF PAID IN CAPITAL REPRESENTED IN THE STATE OF WISCONSIN BY ITS BUSINESS TO BE TRANSACTED HEREIN, IS			
		0	
Filing fee for up to \$60,000 in capital rep.		\$100.00	(from item 14A(11). See instructions for fee information.)
\$2 per \$1,000 over base \$60,000			
TOTAL FEE			\$100.00

ASSOCIATES/TRANS-NATIONAL LEASING, INC.

DIRECTORS

<u>Name</u>	<u>Address</u>
Keith W. Hughes	5500 Chatham Hill Dallas, TX 75220
Chester D. Longenecker	1160 South Taylor Southlake, TX 76092
Harold D. Marshall	4309 Overhill Rd. Dallas, TX 75205

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Harold D. Marshall	President	4309 Overhill Rd. Dallas, TX 75205
Dennis J. Mandick	Executive Vice President & Controller	1513 Cottonwood Valley Cir. S. Irving, TX 75038
Francis C. Suarino	Executive Vice President, General Counsel, & Assistant Secretary	1704 Driskill Dr. Irving, TX 75038
John D. Kines	Executive Vice President	5516 Stonegate Rd. Dallas, TX 75209
John F. Hughes	Senior Vice President & Treasurer	6628 Clearhaven Cr. Dallas, TX 75248
Stephen J. Costas	Senior Vice President, Associate General Counsel, & Assistant Secretary	3208 Purdue Ave. University Park, TX 75225
John F. Stillo	Senior Vice President & Assistant Controller	105 Van Buren Ct. Colleyville, TX 76034
D. W. David Bain	Senior Vice President	721 Bethel School Rd. Coppell, TX 75019
John K. Brown	Senior Vice President	412 Moran Dr. Highland Village, TX 75067
Herbert A. Raeuper	Senior Vice President	724 Tartan Tr. Highland Village, TX 75067
John W. Simon	Senior Vice President	334 North Yellow Stone Dr. Madison, WI 53705
Richard J. Szymonik	Senior Vice President	2213 Laurel Ct. Bedford, TX 76021

<u>Name</u>	<u>Title</u>	<u>Address</u>
Judy K. Winkel	Senior Vice President	7500 Primrose Irving, TX 75063
Corbin E. Bolinger	Vice President & Assistant Treasurer	4040 Plintridge Dr. Dallas, TX 75244
Lyndal A. Chaffin	Vice President & Assistant Treasurer	1708 Paxton Carrollton, TX 75007
Gayle L. Stouffer	Vice President & Assistant Treasurer	6920 Clemson Dallas, TX 75214
Kent M. Williams	Vice President & Assistant Treasurer	6566 Turner Way Dallas, TX 75230
Dorothea Winston	Vice President & Assistant Treasurer	6035 Anita St. Dallas, TX 75206
Michael H. Guberman	Vice President & Assistant Secretary	3629 Legendary Plano, TX 75023
William C. Hays, Jr.	Vice President & Assistant Secretary	743 Swallow Coppell, TX 75019
Robert W. Joven	Vice President & Assistant Secretary	700 Meadow Bend Ct. Highland Village, TX 75067
Mark Lieberman	Vice President & Assistant Secretary	17194 Preston Rd. #123-196 Dallas, TX 75248
Rocco N. Nanni	Vice President & Assistant Secretary	1911 Cleburn Dr. Arlington, TX 76012
Thomas E. Dale	Vice President	1921 Coventry Bedford, TX 76021
Alan W. Harris	Vice President	710 Meadow Bend Ct. Highland Village, TX 75067
Chester D. Longenecker	Vice President	1160 Taylor St. Southlake, TX 76092
John M. Maher	Vice President	4504 Eldorado Plano, TX 75093
Patrick Staudt	Vice President	5757 Schumann Drive Fitchburg, WI 53711
Timothy M. Hayes	Vice President & Secretary	3124 Wild Plum Drive Ft. Worth, TX 76109

The business address for the above named officers and directors is: 250 E. Carpenter Freeway, Irving, Texas 75062-2789, with the exceptions of John W. Simon and Patrick Staudt whose business address is: 2728 Coho Street, P.O. Box 9428, Madison, Wisconsin 53715-0428.

**APPLICATION FOR CERTIFICATE OF AUTHORITY
OF FOREIGN CORPORATION**

Use Conformed Copy in:
(FILL IN THE NAME AND ADDRESS HERE)

Stroud, Stroud, Willink, Thompson & Howard

Attorneys at Law

P.O. Box 2236

Madison, Wisconsin 53701

INSTRUCTIONS AND SUGGESTIONS

Submit application accompanied by one exact or conformed copy. After approval, the exact, or conformed copy will be returned to the address which you indicate in the space above.

The application must be accompanied by one certificate of status, dated not more than 30 days before submission, prepared by the Secretary of State of the home state, or the state officer with whom articles of incorporation are filed. Reproductions prepared by others or copies of certificates of status are unacceptable.

ONLY A CERTIFICATE OF STATUS IS ACCEPTABLE. THE APPLICATION WILL BE RETURNED AS INCOMPLETE UNTIL SUCH ORIGINAL CERTIFICATE IS FURNISHED.

This form may be used to apply for an amended certificate of authority. The filing fee for an amended certificate is \$40, plus the additional fees due if the capital representation has increased.

Fee for filing application is \$100 or MORE. Compute the anticipated capital representation in Wisconsin for the coming year using item #14 and enter the results in item #15. If the anticipated capital representation is more than \$60,000 ADD (to the base fee of \$100) \$2 for each \$1,000 (or any part thereof) of such representation in excess of \$60,000. Make remittance payable to the Secretary of State. Your cancelled check is your receipt for fee payment.

There is no statutory provision for qualification of a Foreign NONPROFIT corporation with the Secretary of State. Sec. 181.66(1) Wis Stats., states in part "Foreign corporations need not obtain authority to conduct affairs in this state, but shall be subject to the same restrictions, penalties and liabilities imposed on domestic corporations of like character..."

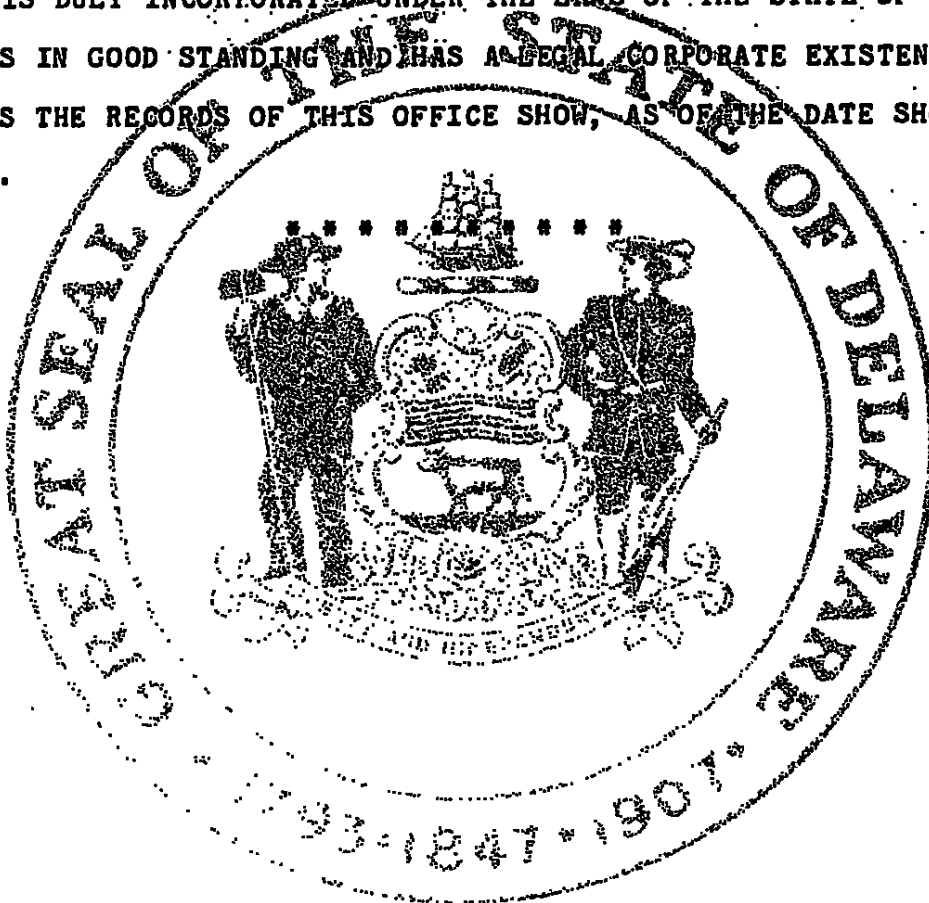
APPLICATION NUMBERED ITEMS

- #5. State the period of existence as specified in your articles of incorporation. The corporation may be authorized to exist only for a specific number of years, or, perpetually.
- #7 & 8. The corporation must maintain a registered agent and office within Wisconsin. The requirement is statutory. Failure to maintain the agent and/or office may subject the certificate of authority to revocation. Annual report forms, notices and other official communications are directed to the corporation through its registered agent and office of record. This information must be kept current. Request form 13 to make any future changes.
- #10. If you indicated in this item that the corporation transacted business in Wisconsin without holding a certificate of authority, you must complete form 21a. Refer to the instructions on form 21a for fee computation.
- #13. Print or type the name of the officer that signs the application and state the officer's title on the lines as indicated.
- #14. The application will not be accepted until this item is completed. Item #14 line A(11) is to be entered on #15.

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY ASSOCIATES/TRANS-NATIONAL LEASING, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.



William T. Quillen
SECRETARY OF STATE

AUTHENTICATION: #3760112

DATE: 01/26/1993

753026362



OFFICE OF THE SECRETARY OF STATE

EFFECTIVE DATE: FEBRUARY 15, 1993

TO ALL TO WHOM THESE PRESENTS SHALL COME:

WHEREAS, ASSOCIATES/TRANS-NATIONAL LEASING, INC.

a corporation organized under the laws of the State of
DELAWARE has made application for AN AMENDED
Certificate of Authority to transact business in Wisconsin
and has complied with the requirements of sec. 180.1503 or
180.1504 of the Wisconsin Statutes, and has paid the re-
quired fee,

NOW THEREFORE, the aforesaid corporation is hereby
authorized to transact business in Wisconsin, in accord-
ance with its application and the Wisconsin Statutes.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my official seal, at Madison, on
FEBRUARY 17, 1993



Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

See reverse for more information

Foreign Attachment C/A

- Changes Corporation Name
- Changes Principal Office Address

STATE OF WISCONSIN
FILED

FEB 17 1993

#40.00

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

John. Fer, P-H
United States Corporation, Company

→ % Stroud, Stroud, Wilk &
Thompson & Howard

P. O. Box 2236
Madison, Wis. 53708